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**Date** 6 February 2009  
**Pages** 5 (including this page)  

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**To** Funtastic Limited  
Fax (03) 9545 0796  
**To** Company Announcements Platform  
ASX Limited  
Fax 1300 135 638  

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Sydney  
Melbourne  
Brisbane  
Perth

Dear Sir/Madam

**Funtastic Limited - Notice of change of interests of substantial holder**

We act for Russett Pty Limited (**Russett**).

**Attached**, in accordance with section 671B of the *Corporations Act 2001* (Cth), is a notice of change of interests of substantial holder for Russett in relation to shares in Funtastic Limited.

Yours faithfully  
**Corrs Chambers Westgarth**

**attachments**

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**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To: Company Name/Scheme: **Funtastic Limited**  
ACN/ARSN **063 886 199****1. Details of substantial holder (1)**Name **Russett Pty Limited ("Russett") and each of the entities listed in Annexure A, Table 1 (collectively, the "Substantial Holder")**ACN/ARSN (if applicable) **131 157 018 (ACN of Russett)**There was a change in the interests of the  
substantial holder on **03/02/09**  
The previous notice was given to the company on **23/12/08**  
The previous notice was dated **23/12/08****2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	26,522,981	16%	17,000,000	10.5%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
03/02/09	Substantial Holder	Termination of Deed in respect of Securities	None	4,522,981 ordinary shares	4,522,981
03/02/09	Substantial Holder	Transfer of shares	\$800,000	5,000,000 ordinary shares	5,000,000

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Refer Annexure A, Table 3.					

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
NA	NA

**6. Addresses**

The addresses of the persons named in this form are as follows:

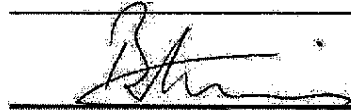
Name	Address
Substantial Holder	Cl-Archer Capital, Suite 7, Pler 23, 13 Hickson Rd, Dawes Point NSW 2000

**Signature**

print name: Ben Frewin

capacity: Alternate Director

sign here



date //

5.2.09

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
- any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## Annexure A

This is Annexure A of 2 pages referred to in Form 604 signed by me on 5 February 2009.

Signature: 

Name: Ben Frewin

Table 1

Company	ACN
Archer Capital 4A Pty Ltd (as trustee of Archer Capital Trust 4A)	123 463 749
Archer Capital 4B Pty Ltd (as trustee of Archer Capital Trust 4B)	123 463 810
AC4 Befco BVBA	N/A
AC4 Luxco Sarl	N/A
Archer Capital Fund 4 LP, an exempted limited partnership (Archer Capital GP4 is the general partner)	N/A

Table 2: Changes in relevant interest

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities	Person's votes affected
03/02/09	Substantial Holder	Following termination of Deed in respect of Securities, relevant interest no longer exists in relation to N. Pizmony's securities.	None	50% of 47,523 ordinary shares	50% of 47,523
03/02/09	Substantial Holder	Following termination of Deed in respect of Securities, relevant interest no longer exists in relation to NSR Toys Pty Ltd's securities.	None	50% of 5,587,019 ordinary shares	50% of 5,587,019
03/02/09	Substantial Holder	Following termination of Deed in respect of Securities, relevant interest no longer exists in relation to N. Pizmony and ML Pizmony's securities.	None	50% of 1,221,200 ordinary shares	50% of 1,221,200
03/02/09	Substantial Holder	Following termination of Deed in respect of Securities, relevant interest no longer exists in relation to Holdrey Pty Ltd atf the Don Mathieson Family Trust's securities.	None	50% of 1,370,219 ordinary shares	50% of 1,370,219
03/02/09	Substantial Holder	Following termination of Deed in respect of Securities, relevant interest no longer exists in relation to DDVM Superannuation Nominees Pty Ltd atf DDVM Super Fund's securities.	None	50% of 200,000 ordinary shares	50% of 200,000
03/02/09	Substantial Holder	Following termination of Deed in respect of Securities, relevant interest no longer exists in relation to Stewart John Alistair Downs & Lauren Michelle Mathieson Downs atf S&L Downs Seperannation Fund's securities.	None	50% of 71,345 ordinary shares	50% of 71,345
03/02/09	Substantial Holder	Following termination of Deed in respect of Securities, relevant interest no longer exists in relation to Lauren Michelle Mathieson Down's securities.	None	50% of 548,655 ordinary shares	50% of 548,655

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities	Person's votes affected
03/02/09	Substantial Holder	Transfer of shares from Russett to Pizmony Investment Company Pty Ltd.	\$800,000	5,000,000	5,000,000

Table 3: Present relevant interests of Substantial Holder

Registered holder of securities and address	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Russett c/- Archer Capital, Suite 7, Pier 2/3, 13 Hickson Road, Dawes Point NSW 2000	Russett	Relevant interest under section 608(1)(a) or 608(3) of the Corporations Act.	17,000,000 ordinary shares	17,000,000